

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)
Debtors. : (Jointly Administered)
-----X

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

RUST BELT HOLDINGS, L.L.C.

Name of Transferee


Name and Address where notices to transferee should be sent:

RUST BELT HOLDINGS, L.L.C.
PO Box 8155
New York, NY 10150
E-mail: claims@rustbeltholdings.net
with a copy to:
Alice Belisle Eaton
Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019-6064
Phone (212) 373-3125
Fax (212) 492-0125
aeaton@paulweiss.com

Name and Address where transferee payments should be sent (if different from above):
Same as above

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

RUST BELT HOLDINGS, L.L.C.

By: 
Name/Title: Alice Eaton, Authorized Signatory

DEUTSCHE BANK AG, LONDON

Name of Transferor

Court Claim # (if known): 13479
Amount of Claim: \$708,074.19
Date Claim Filed: September 16, 2009

Name and Address of Transferor:

Deutsche Bank AG, London
Winchester House, 1 Great Winchester Street
London EC2N 2DB
Tel: +44 20 7547 2400
Fax: +44 113 336 2010
Attention: Michael Sutton
E-mail: michael.sutton@db.com

****PLEASE SEE ATTACHED DOCUMENTS****

Date: October 24 2012

EXHIBIT A

Proof of Claim

United States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000013479	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08 - 13 555		
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Deutsche Postbank AG Attn: Transaction Mgmt Capital Markets Kennedyallee 62 - 70 Bonn D 53175 Germany		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Telephone number: Attachment Email Address: Attachment		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
Name and address where payment should be sent (if different from above) Telephone number: Email Address:			
1. Amount of Claim as of Date Case Filed: \$ 708,074.19 If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
2. Basis for Claim: Guarantee (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: 6256 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9): \$ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain: Date: Sept, 15, 2009 Signature:  iv. P. Jansen Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		FOR COURT USE ONLY FILED / RECEIVED SEP 16 2009 EPIQ BANKRUPTCY SOLUTIONS, LLC	

Peter Jansen Rainer Smock
Postbank

ATTACHMENT A TO CLAIM OF DEUTSCHE POSTBANK AG

The claimant, Deutsche Postbank AG ("**Claimant**"), a stock corporation incorporated under German law, is duly authorized and empowered to make this claim.

This attachment is intended to provide background information relating to a claim by Claimant against Lehman Brothers Holding Inc. ("**LBHI**") for a total amount of \$708,074.19 (the "**Claim Amount**").

Claimant's claim against LBHI relates to the guarantee by LBHI of the obligations of Lehman Brothers International Europe, against which Claimant has a claim relating to a Global Master Repurchase Agreement dated 16 January 2007.

Claimant hereby reserves the right to withdraw, amend, clarify, modify or supplement this claim to assert additional claims or additional grounds for its claims. Claimant also reserves all rights accruing to it against LBHI, and the filing of this claim is not intended to be and shall not be construed as (i) an election of remedy or (ii) a waiver or limitation of any rights of Claimant. Claimant reserves the right to supplement this claim with relevant documents to the extent necessary. Furthermore, Claimant reserves the right to withdraw this claim for any reason whatsoever.

This claim shall not be deemed to be a waiver of Claimant's right (i) to have final orders in non-core matters entered only after de novo review by a District Court Judge, (ii) to trial by jury in any proceeding so triable in these cases or any case, controversy or proceeding related to these cases, (iii) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) to any other rights, claims, actions, setoffs or recoupments to which claimant is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses and recoupments Claimant expressly reserves.

This claim is in addition to, and does not supersede, any other claim or Proof of Claim filed or to be filed by Claimant against LBHI or any other affiliate of LBHI.

Any notices in connection with this claim should be addressed to Claimant at the address below:

Deutsche Postbank AG
Kennedyallee 62-70
53175 Bonn, Germany
Attn: Hans-René Boden
Tel: +49 (228) 920-54208
E-mail: hans-rene.boden@postbank.de

-and-

Cleary Gottlieb Steen & Hamilton LLP
12, rue de Tilsitt
75008 Paris
France
Attn.: Andrew A. Bernstein, Esq.
Tel.: +33 1 40 74 68 60
E-mail: abernstein@cgsh.com

-and-

Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
Attn.: Seth Grosshandler, Esq.
Tel.: +1 212 225 2542
E-mail: sgrosshandler@cgsh.com

Attachment B

to the Proof of Claim of Deutsche Postbank AG filed with Lehman Brothers Holdings Inc. (LBHI) by
September 22, 2009

EuroFX Tägliche Ermittlung der aktuellen Referenzkurse gegenüber dem Euro

MEAN: 136.66 *** EUR/GBP: BID: 0.8558 ASK: 0.8598 MEAN: 0.8578 *** EUR/CHF: BID: 1.527

Referenzkurse
Kursinformationen
Zweck
Mitglieder
Ermittlung
Vorteile
Kontakt
Administration
Rechtsinweise
English

Kursinformationen
Wählen Sie eine Währung
Wählen Sie einen Zeitraum

von
bis

☐ (Excel) Tabelle anzeigen

Kursdaten:	Minimum	Maximum	Durchschnitt
	1.4184	1.4184	1.41840005
Datum:	Kurs:	Datum:	Kurs:
15.09.2008	1.4184		

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Für die Richtigkeit der Kurse übernehmen wir keine Gewähr (disclaimer).

02/10 '08 09:45 FAX 020 7266 4377

LEHMAN BROTHERS

002/003



Transaction Management
Capital Markets

Peter Jansen

Tel.: +49 (0)228 920 - 54200
Fax: +49 (0)228 920 - 54209
E-Mail: peter.jansen@postbank.de

19 September 2008

Deutsche Postbank AG - Friedrich-Ebert-Allee 114 - 128 - 53119 Bonn

By Courier

Lehman Brothers International (Europe)
Transaction Management
V. Sharp / G. Tarry
25 Bank Street
London E14 5LE
UNITED KINGDOM

Copy to

Tony Lomas, Steven Pearson, Dan Schwarzmann
Administrators of Lehman Brothers International (Europe)
c/o PriceWaterhouseCoopers
Plumtree Court
London EC4A 4HT
UNITED KINGDOM

DEFAULT VALUATION NOTICE

Global Master Repurchase Agreement (the "Agreement") between Lehman Brothers International (Europe) ("Party A") and Deutsche Postbank AG ("Party B") dated 16 January 2007

Dear Sirs,

With regard to the above mentioned Agreement you have acknowledged by electronic mail dated as of today the receipt of our Default Notice dated as of 17 September 2008.

In this regard, we hereby give you notice in accordance with Section 10(e)(i)(A) of the Agreement that Deutsche Postbank AG as the non-Defaulting Party has sold, in the case of Receivable Securities, and purchased, in the case of Deliverable Securities, Securities (which form part of the same issue and are of an identical type and description as those Equivalent Securities or Equivalent Margin Securities).

Furthermore, we elect to treat as the Default Market Value (a) in the case of Receivable Securities, the net proceeds of such sale, and (b) in the case of Deliverable Securities, the aggregate cost of such purchase, in each case as shown in Annex 1.

The balance pursuant to Section 10(c)(ii) of the Agreement is thus established as an amount of EUR 499.206,28 in our favour, which is due and payable on 22 September 2008 to Deutsche Postbank AG, Frankfurt; PBNKDEFF; DE83500100609607110032; PBNKDEFF380, Ref.: LBIE.

Yours sincerely

Deutsche Postbank AG

Encl.: Annex 1 - Details of executed transactions

Postbank Head Office
Friedrich-Ebert-Allee 114-128
53119 Bonn, Germany
Telephone: +49 228 920-0
Telefax: +49 228 920-35151
E-Mail: direkt@postbank.de
Internet: www.postbank.de

Postbank K&N
Bank Code No. 370 100 50
Account No. 430 504
Deutsche Bundesbank
Regional Office
Frankfurt am Main
Bank Code No. 500 000 00
Account No. 50 010 060
SWIFT-BIC Code: PBNKDEFF

Management Board:
Dr. Wolfgang Klein, Chairman
Dirk Berensmann, Dr. Maria Daberkow,
Stefan Jüttel, Hans Kipplow,
Günther Lehmann, Dr. Michael Meyer,
Hans-Peter Schmidt, Ralf Stemmer
Supervisory Board:
Dr. Frank Appel, Chairman

Deutsche Postbank AG
USt-IdNr.
DE169824467
Head Office Bonn
Local Court of Bonn
Commercial Register
No. HRB 6793

02/10 '08 09:48 FAX 020 7256 4377

LEHMAN BROTHERS

003/003

Annex 1 to the Default Valuation Notice dated 19 September 2008

Default Market Values and details of executed transactions

Repurchase Price

Trade 1 - DE0001135333	99.382.118,98
Trade 2 - DE0001135333	99.382.118,98

Deliverable Securities - Aggregate Cost of Purchase
DE0001135333

-205.563.013,70

Receivable Securities - Net Proceeds of Sale

DE0001135358	391.658,12
DE0001135184	469.601,51
DE0001135069	1.601.553,79
DE0001135234	1.216.738,71
DE0001137198	1.639.926,99
DE0001030518	914.490,34

Income Payments
DE0001137198

65.600,00

-499.206,28



List of Authorized Signatories / Holders of a General Power of Attorney (Prokuristen) and of a Commercial Power of Attorney (Handlungsbevollmächtigten)

The attached list contains the specimen-signatures as well as the holders of general powers of attorney and holders of a commercial powers of attorney authorized to represent Deutsche Postbank AG.

In order to legally bind Deutsche Postbank AG two signatures of persons whose names are set out in this list are required, provided that a holder of a general power of attorney and a holder of a commercial power of attorney may only sign jointly with a member of the Board of Management, a holder of a general power of attorney or a holder of a commercial power of attorney. In accordance with this aforementioned provision powers of attorney may be granted to one or more persons acting severally or jointly as regards to certain subject matters in specific cases.

Any deviations from these provisions are only possible if a note to this effect is printed or displayed by EDP imprint on the respective Deutsche Postbank AG form.

This List of Authorized Signatories replaces any previously published lists of authorized signatories of Deutsche Postbank AG with effect for the future.

Bonn, as of August 2009

A handwritten signature in black ink, appearing to be "S. Jütte".

Stefan Jütte
Chairman of the board of Management

A large, stylized handwritten signature in black ink, appearing to be "R. Stemmer".

Ralf Stemmer
Member of the board of Management

Unterschriftenverzeichnis Vorstände



Dr. Mario Daberkow

Vorstandsmitglied

Member of the board of Management

Postbank Zentrale



Marc Heß

Vorstandsmitglied

Member of the board of Management

Postbank Zentrale

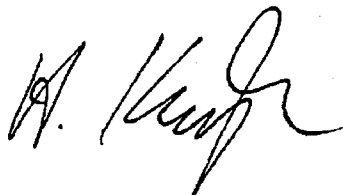


Stefan Jütte

Vorstandsvorsitzender

Chairman of the board of Management

Postbank Zentrale



Horst Kúpker

Vorstandsmitglied

Member of the board of Management

Postbank Zentrale

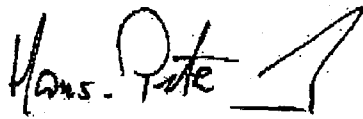


Dr. Michael Meyer

Vorstandsmitglied

Member of the board of Management

Postbank Zentrale

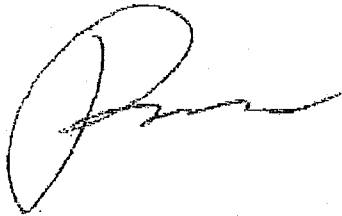


Hans-Peter Schmid

Vorstandsmitglied

Member of the board of Management

Postbank Zentrale



Ralf Stemmer

Vorstandsmitglied

Member of the board of Management

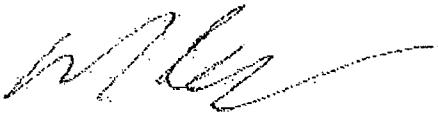
Postbank Zentrale

Magdalena Blaschke

i.V. 

Handlungsvollmacht

Herbert Blum

i.V. 

Handlungsvollmacht

Hans-René Boden

i.V. 

Handlungsvollmacht

Markus Bohn



Handlungsvollmacht

Sandra Bokel

ppa. S. Bohl

Geschäftsführerin

Prokura

ppa. S. Jabs

Susanne Jabs

Geschäftsführerin

Prokura

i.V. Petra Jahn

Petra Jahn

Handlungsvollmacht

i.V. Willi

Willi Jakobs

Handlungsvollmacht

i.V. Ute

Ute Jannemann

Sachbearbeiterin

Handlungsvollmacht

ppa. Peter Jansen

Peter Jansen

Abteilungsleiter

Prokura

i.V. Sirucek-Lange

Elisabeth Sirucek-Lange

Personalreferentin

Handlungsvollmacht

i.V. R. Smola

Rainer Smola

Handlungsvollmacht

i.V. Stahl

Bernd Stahl

Handlungsvollmacht

i.V. Steffanus

Frank Steffanus

Handlungsvollmacht

ppa. Dr. A. Steininger

Dr. Andreas Steininger

Direktor

Prokura

DHL EXPRESS

DESTINATION CODE:

Bitte beachten: DHL liefert keine Posten.

Zum Verschließen Folie abziehen

DOX **DHL**

Origin: 10017 New York East, United States

243 TSS - 0A

Day Time:

Date: Shipment Weight Piece

1/1

Ref. code

Content description:

545 5572 555

DHL Track this shipment on the DHL Web Site: <http://www.dhl.de>

Shipper's account number: 42504205

Company name: WILLIAMS LEA INHOUSE SOLUTIONS

Address: C/O DEUTSCHE POSTBANK AG, FRIEDRICH-SHERR-ALRECHTER-STR. 6, 50669 KÖLN

Phone: 0228 220 2009

Signature: *Epig Bankruptcy Solutions*

Signature: *Erhard, Anna Brothel Hardt*

Signature: *Chairs Processing*

Signature: *757 Third Avenue, 3rd Floor*

Country: USA

Postcode: 10017

Signature: *RECEIVED*

Signature: *Procter & Gamble*

Signature: *Signature*

Date: 11/15/12

Time: 15:40

Charge:

DHL LETTER 300

Für Dokumente und sonstige Schriftstücke

Dieser Umschlag kann nur für grenzüberschreitenden Versand genutzt werden

EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

**TO: CLERK, UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT
OF NEW YORK**

AND TO: LEHMAN BROTHERS HOLDINGS INC.

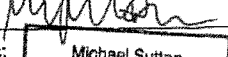
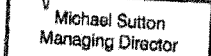
CLAIM NO: 13479


For value received, the adequacy and sufficiency of which are hereby acknowledged, **DEUTSCHE BANK AG, LONDON BRANCH** (the "Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to **RUST BELT HOLDINGS, L.L.C.** (the "Assignee") all right, title, interest, claims and causes of action in and to, or arising under or in connection with, the Assignor's general unsecured claim (as such term is defined in Section 101(5) of the Bankruptcy Code) against Lehman Brothers Holdings Inc. (the "Debtor"), the debtor and debtor-in-possession in the chapter 11 reorganization case entitled, *In re Lehman Brothers Holdings Inc. et al.*, Chapter 11, Case No. 08-13555 (Jointly Administered) (JMP), pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), in the amount of \$708,074.19, docketed as Claim No. 13479, (the "Claim").

The Assignor hereby waives any objection to the transfer of the Claim to the Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be prescribed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. The Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to the Assignor transferring to the Assignee the Claim and recognizing the Assignee as the sole owner and holder of the Claim. The Assignor further directs each Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Claim, and all payments or distributions of money or property in respect of the Claim, shall be delivered or made to the Assignee.

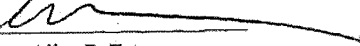
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS EXECUTED
THIS 26 day of October 2012.

DEUTSCHE BANK AG, LONDON BRANCH

By: 
Name: 
Title:

By: 
Name: Philipp Roever
Title: Vice President

RUST BELT HOLDINGS, L.L.C.

By: 
Name: Alice B. Eaton
Title: Authorized Signatory